

FUSION GOLD LTD.

Suite 1400, 400 Burrard Street
Vancouver, BC V6C 3A6
Phone: 604-628-1033/Fax: 604-688-0094

Notice of Annual General and Special Meeting of Shareholders

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of **Fusion Gold Ltd.** (the “**Company**”) will be held at the Company’s head office located at **14th Floor, 400 Burrard Street, Vancouver, British Columbia, Canada, V6C 3A6** on **Tuesday, October 13, 2020** at **11:00 a.m.** (Vancouver Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ended December 31, 2019, together with the report of the auditors thereon;
2. To fix the number of Directors of the Company at THREE (3);
3. To elect Directors of the Company for the ensuing year;
4. To appoint Charlton & Company, LLC, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration;
5. To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve the Company’s Stock Option Plan, as more fully described in the accompanying Management Information Circular; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular (the “**Circular**”) accompanying this notice. The audited financial statements and related management’s discussion and analysis for the Company for the financial year ended December 31, 2019 have already been mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at www.sedar.com. **This notice is accompanied by the Circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders and a supplemental mailing list return card.** Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The Board of Directors of the Company has, by resolution, fixed the close of business on **Tuesday, September 8, 2020**, as the **record date**, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment or adjournments thereof.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company’s transfer agent, **Odyssey Trust Company, Proxy Department, 323 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2**, no later than **11:00 a.m.** (Vancouver time) on **October 8, 2020**, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment thereof is held.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Vancouver, British Columbia this 8th day of September, 2020.

BY ORDER OF THE BOARD

(Signed) “January Vandale”
Chief Executive Officer

IMPORTANT NOTICE: The Meeting is currently scheduled to take place in person. However, the Company’s Board of Directors and management are assessing whether an in-person Meeting is in the best interests of the Company and its shareholders due to the current situation and concerns raised by COVID-19. There is a possibility that the Meeting will be held virtually and that shareholders will not be able to attend the Meeting in person. Should the Company decide to hold the Meeting virtually, or by means of telephonic, electronic or other remote communications medium, the Company will make a public announcement by issuing a news release as soon as reasonably practicable prior to the Meeting. The news release will contain detailed instructions explaining how shareholders will be able to attend, communicate and vote at the virtual Meeting. The news release will be filed under the Company’s profile on SEDAR at www.sedar.com. Shareholders are strongly encouraged to check the Company’s SEDAR filings on a regular basis to ensure that they are apprised of any and all developments with respect to the Meeting.